E X H I B I T

EXHIBIT A



GM Conducted Dealer Network Analysis to Establish the Size of a Viable Dealer Network

- GM's Approach to Dealer Network Planning
- Competitive Dealer Throughput
- Competitive Dealer Return on Investment
- Customer Convenience better than targeted competitor (drive time
- analysis)
- Market Demographics and how they change over time
- From this data we created an "Ideal" Dealer Blueprint This analysis yielded an "ideal" dealer blueprint of 3,380 dealers
- We determined that a subjective process of eliminating dealers to achieve this optimal footprint would not be fair or consistent with our past
- Therefore, we selected objective dealer performance criteria to stratify business practices the dealers between performing dealers that we would want in our longterm dealer network and those dealers that are underperforming in
- Using this objective performance criteria yielded approximately 4,100 today's market

dealers vs. 3,380



Dealer Network Restructuring

- opportunity in the metro markets Plan enables competitive dealer throughput and Return on Assets (ROA)
- and small town footprint as strategic advantage Despite reductions GM would maintain extensive hubtown (i.e. 25-50k population)
- Chrysler plan rejected and immediately terminated a portion of the dealers
- GM's plan offers a "wind-down" agreement to facilitate vehicle and parts inventory sell-down, and customer migration in an orderly way over the next 12 17
- Dealers not accepting the "wind-down" agreements will be rejected (similar to Chrysler). It is highly unlikely that any GM dealers will fall into this category.
- GM is responsible for vehicle inventory of terminated dealers who are floored through GMAC (approximately 80% of inventory)
- to include: Approximately 4,100 dealers will be offered a continuing assignment agreement
- Sales, inventory, and image performance
- Essential brand elements (requirements)
- No non-GM duals
- Waive right to protest
- agreement and move forward with the new GM It is projected that 3,500 - 3,800 dealers will accept the continuing assignment



Dealer Performance Score

Overall Score

Each of the four Category Scores is added together to total an Overall Score for the portfolio (DPS Score). The Category Minimums are listed as a reference for each of the four specific measurement categories and the overall performance. Dealers with a DPS score less than 70 received a wind-down agreement.

They include:

- Sales Weighted at 50% measured against appropriate average for size of market (i.e. state) measuring relative share performance against dealers in similar size markets in the
- Customer Satisfaction Index Weighted at 30% measured against regional average (GM has 5 regions in U.S.)
- standard Capitalization – Weighted at 10% measured against dealer's needed working capital
- Profitability Net profits before taxes weighted at 10%
- below indicating extremely poor performance Overall – A score of 100 is average; below 100 indicates a performance issue with 70 or

Note: Wind-down agreements were given to stores with sales less than 50 per year Additional wind-downs may have included dealers with Non-GM Brands under the same unprofitable position 3 years in a row with inadequate working capital roof and performance issues, phased out brands such as Pontiac or dealers in an



Wind Down Dealers by State

A1_L		The second secon	Control of the Contro		
Alabama	33	Louisanna	10	Ohio	79
Alaska	0	Maine	14	Oklahoma	17
Arizona	11	Massachusetts	29	Oregon	21
Arkansas	17	Maryland	21	Pennsylvania	90
California	65	Michigan	58	Rhode Island	ω
Colorado	15	Minnesota	39	South Carolina	24
Connecticut	1	Missouri	38	South Dakota	16
Deleware	2	Mississippi	14	Tennessee	30
Florida	35	Montana	16	Texas	55
Georgia	24	Nebraska	21	Utah	6
Hawaii	2	Nevada	3	Vermont	00
ldaho	∞	New Hampshire	6	Virginia	26
Illinois	66	New Jersey	33	Washington	18
Indiana	48	New Mexico	10	West Vergina	25
lowa	46	New York	60	Wisconsin	50
Kansas	29	North Carolina	36	Wyoming	6
Kentucky	23	North Dakota	6		

no longer exists



What a Dealer Gets if Dealer Agreement is Rejected in Bankruptcy Proceedings

- In a nutshell, the dealer has a general unsecured claim which likely is valueless terminated and the dealer has to abruptly shut down the dealership operations If the rejection is approved by the bankruptcy court, dealer agreement is because it no longer has a license or the legal ability to sell or service vehicles Once rejected, the manufacturer is not required to repurchase the new vehicles, parts and tools under the dealer agreement because the agreement
- Thus, the dealer is stuck with vehicles and parts it can not sell to customers wholesale or distressed prices -- probably at huge discounts from what the in the normal course of business and must find a way to dispose of at dealer paid
- In addition, the dealer would have to address its employees
- proceedings as we are observing with Chrysler. It is exactly because of these While obviously harsh this would be the normal outcome in bankruptcy harsh outcomes that GM is offering wind-down agreements to GM dealers
- For GM dealers that floorplan with GMAC, if the dealer agreement is rejected we expect that the dealer would turn-in its new vehicle inventory to GM-GMAC which GM would then re-distribute



What a Dealer Gets if Dealer Signs Participation Agreement

would apply requiring GM to repurchase eligible new vehicles (current model year) parts and tools dealer agreement, all the repurchase obligations of the dealer agreement If for whatever reason the dealer later decides to voluntarily terminate the If a dealer signs this agreement they are assigned to NewCo







What Dealer Gets if Dealer Signs Wind-Down Agreement

- The Dealer's Wind-Down Agreement would be assumed by NewCo
- In return for the money paid and the assignment to NewCo, the dealer waives all future termination assistance rights under the dealer agreement with respect to new vehicles, parts
- inventory to retail customers at normal transaction prices Dealer is allowed up to 16 months in order to wind down its business and to sell its existing
- Dealer participates in GM's normal marketing support programs
- Dealer may not order new vehicles
- Existing parts inventories can be used during this period to do warranty and other service
- the wind down of operations The dealer should make money on these operations plus receiving GM's payments to assist in
- source of profit Dealer will have access to the GM auction to acquire used vehicles which are a tremendous
- over time Dealer will be able to plan and work with involved employees to transition from employment
- ability to make money in a wind down mode proceedings where there is an abrupt rejection with no financial assistance, time to plan or GM's wind down agreements are significantly better for the dealers than in normal bankruptcy



History of Direct Dealer "Support" Programs

- growing demand for GM vehicles share and volume increases, the dealer network expanded to support the Historically, during the time period when GM experienced annual market
- were not necessary Dealers enjoyed vigorous margins and profits, and direct dealer support payments
- During the 70's and 80s', GM witnessed a consistent and steady decline in market share, but the size of the dealer network contracted little
- Dealer profitability began to suffer
- Direct dealer support programs were introduced
- decay, thereby creating intense pressure on dealer profitability Although the last few decades saw further gradual reductions in the number of dealers, it was at a significantly slower pace than the rate of GM market share
- Currently, a majority of GM dealers are unprofitable despite the highest-ever level of dealer support payments
- approximately the same number of dealers that have been offered windwould imply attrition of 1,280 dealerships through October, 2010 or Dealer attrition in 2009 is averaging 80 GM dealers per month. This rate down agreements



Direct Dealer "Support" Savings Potential

- A right-sized dealer network will allow GM to systematically cost GM approximately \$2.1* Billion reduce virtually all direct dealer support programs, which today
- Gross savings potential of \$928,000 per rooftop completely phased out from GM's network (through wind-down, attrition, or brand sale or phase-out)

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Tirer Trajer incentive Savings per Closed Rooffoo	Estimated number of rooftops	Total	Fuel Fill	Factory Wholesale Floorplan Support	New Vehicle Inspection	Standards For Excellence	Incentives Paid Directly to Dealer	 Dealer Margin (1% Market Support) 	
re per Closed Rooffob ~\$928,000	Estimated number of rooftops no longer in GM's dealer network ~2,300	~\$2,150 M	~\$ <u>120 M</u>	~\$140	~\$350 M	~\$350 M	~\$380	~\$8101	

Based on 3.1M GM Sales Volume



Direct GM Structural Cost Savings Potential

- \$415M in GM gross structural cost savings potential In addition, dealer network reductions enable an estimated
- Gross savings of \$180,000 per rooftop no longer in GM's dealer network

Local Dealer Advertising Assistance Funding for Dealer Channel Network Alignment Number of Sales & Service Consultants Funding for Dealer Website & Lead Mgmt Tools Dealership Employee Product & Service Training Funding for Dealer IT Systems & Support Total Total —\$415 M Estimated number of rooftops no longer in GM's dealer network ~2,300	~\$180,000	Direct GM Structural Cost Savings per Rooftop	Γ-
Alignment ants Mgmt Tools vice Training pport	network ~2,300	Estimated number of rooftops no longer in GM's dealer	
AlignmentantsMgmt Toolsvice Trainingpport	~\$415 M		
Alignment Ants Mgmt Tools Vice Training pport	Total		
AlignmentantsMgmt Toolsvice Training	~\$10 M	Funding for Dealer IT Systems & Support	
AlignmentantsMgmt Tools	~\$10 M	Dealership Employee Product & Service Training	
Alignmentants	~\$30 M	 Funding for Dealer Website & Lead Mgmt Tools 	
Alignment	~\$40 M	Number of Sales & Service Consultants	•
	~\$125 M	Funding for Dealer Channel Network Alignment	•
	~\$200 M	 Local Dealer Advertising Assistance 	

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Category Minimums***: 50, 30, 10, 10, 100	s*** : 50, 30, 10, 10, 1	8																					(2)	
Overall Score - 12/2008 CYTD	» - 12/2008 CY	Œ	and the same										12	21.65									\	g -
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FORREST	CLEBURNE	E P C	888	e a È	€§.	e	2 <u>5</u> £	25 25 E	2 2 3	8 8 8	88.22	27.7.2	53.8 53.8 8,1	8,146	74.18 74.18 74.18	440,000	(647,903)	(1,087,903)	(456,361)	1.3	(3.9)	25	(1021)	10.26
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Category Totals			1,160	259	(503)	75	1,442	657	46		_		104,534	+	94,235	1,508,000	(112,667)	(1,621,667)	(1,102,353	8	\prod	966	(0010)	nik
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				2										8.9		7						ö		
Category Score			28.32	R R										27.04		(0.75)	.2)					(15.	(15.00)	
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Category ractor			0.50											0.30	+	0.10						G	0.10	3/

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35.33

Category Score** : 50, 30, 10, 10, 100

Overall Score - 12/2006 CYTD

The Casteria and Profitability secrets for each desirerables are capped at a maximum of +15 and a minimum of -15.

The Castery Mainmum secrets have been charged to correspond with the minimum performance requirements under the Desire Agreement.

"2006 Cf CFS Meen" represents the estimated 2006 Calendar Year sales volunts of an average-performing decire at this location, based upon the concentric ring study modelling methodology. This figure is not currently used for death and is not included in any of the Desire Performance Summery originations.

Profit Score is excluded from Overall Score when Region Return on Sales is less than zero.

He performance is evaluated thing State when the exception of Hummer, Salurn, and Seab, which use Region average.

He Salurn CSI scores are based on a rolling 12-month average.

Hective with December 2006 CVTD data, the Region "Return on Sales" everage includes all GM line makes.

He prived Salurn and Salah, Prive data protein the Region "Return on Sales" everage includes all GM line makes.

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The Sales and CSI in the report above are calcutated as explained in the Sales and CSI performance evaluations as provided in the Dealer Agreements by the individual line makes, i.e., Festal Sales and Registration Reports, Performance Feedback and Consulting Reports, etc. Since there are differences in calculations, dired comparisons between Sartum, Saab and the other GM line makes are not appropriate.

Exhibit

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(15.00)

3.48

25.92

49.73